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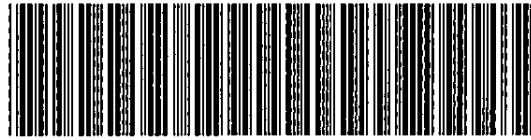
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

T. Burch MAY 14 2012

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SAMUEL I. RUSSELL FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Samuel I. Russell, Jr.
Name (Printed or typed)

312 Rosery Road
Address

Belleair, Florida 33756
City, State & Zip

818-437-7548
Telephone number

sirussell@tampabay.rr.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME SAMUEL I. RUSSELL FOUNDATION, INC.
The name of the corporation shall be:

ARTICLE II PRINCIPAL OFFICE
Principal street address
312 Rosery Road
Belleair, Florida 33756

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12 MAY 11 AM 4:05
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Mailing address, if different is:

ARTICLE III PURPOSE
The purpose for which the corporation is organized is:
TO PROVIDE SCHOLARSHIPS FOR THOSE STUDENTS ATTENDING ACCREDITED UNIVERSITIES PURSUING A DEGREE IN TURF GRASS MANAGEMENT. ALSO, SEE ATTACHED EXHIBIT "A" FOR ARTICLES VIII, IX, AND X OF THIS ARTICLES OF INCORPORATION.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed:
DIRECTORS ARE APPOINTED BY THE MEMBERS.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

| | |
|---|---|
| Name and Title: <u>Samuel I. Russell, Jr. President, Treas.</u> | Name and Title: <u>Matt Shaffer Director</u> |
| Address: <u>312 Rosery Road</u> | Address: <u>450 Ardmore Avenue</u> |
| <u>Belleair, Florida 33756</u> | <u>Ardmore, PA 19003</u> |
| Name and Title: <u>Wendy N. Russell / Secretary, Dir</u> | Name and Title: <u>Norman F. Taylor Director & VP</u> |
| Address: <u>312 Rosery Road</u> | Address: <u>425 W. Broadway, #220</u> |
| <u>Belleair, Florida 33756</u> | <u>Glendale, CA 91204</u> |
| Name and Title: <u>Mark D. Kuhns Director</u> | Name and Title: _____ |
| Address: <u>201 Shunpike Road</u> | Address: _____ |
| <u>Springfield, NJ 07081</u> | _____ |

ARTICLE VI REGISTERED AGENT
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:
Name: Samuel I. Russell, Jr.
Address: 312 Rosery Road
Belleair, Florida 33756

ARTICLE VII INCORPORATOR
The name and address of the Incorporator is:
Name: Samuel I. Russell, Jr.
Address: 312 Rosery Road
Belleair, Florida 33756

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Samuel I. Russell, Jr. Required Signature of Registered Agent
May 2, 2012 Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Samuel I. Russell, Jr. Required Signature of Incorporator
May 2, 2012 Date

Exhibit "A"

Addition of Articles VIII, IX and X

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TALLAHASSEE, FLORIDA

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.